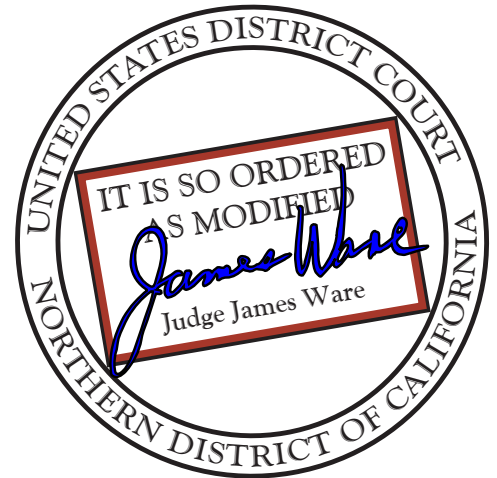


LYNN H. PASAHOW (CSB NO. 054283)
 lpasahow@fenwick.com
 J. DAVID HADDEN (CSB NO. 176148)
 dhadden@fenwick.com
 SAINA S. SHAMILOV (CSB NO. 215636)
 sshamilov@fenwick.com
 ELIZABETH J. WHITE (CSB NO. 262073)
 bwhite@fenwick.com
 FENWICK & WEST LLP
 Silicon Valley Center
 801 California Street
 Mountain View, CA 94041
 Telephone: (650) 988-8500
 Facsimile: (650) 938-5200

Attorneys for Plaintiff
 Spring Design Inc.



UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN JOSE DIVISION

Spring Design Inc.,
 Plaintiff,
 v.
 Barnesandnoble.com LLC,
 Defendant.

Case No. C 09 05185 JW

**STIPULATION AND ~~Proposed~~ ORDER
 REGARDING LEAVE TO FILE SECOND
 AMENDED COMPLAINT**

Trial Date: None set

WHEREAS, Plaintiff Spring Design Inc. ("Spring") served its First Amended Complaint against Defendant Barnesandnoble.com LLC ("B&N") on November 12, 2009;

WHEREAS, the parties stipulated on November 25, 2009 that B&N should have until December 14, 2009 to answer or otherwise respond to the First Amended Complaint;

WHEREAS, per a further agreement between the parties, B&N has not yet answered or otherwise responded to the First Amended Complaint;

IT IS HEREBY STIPULATED AND AGREED by and between the parties, through their respective counsel of record for all purposes in the above-captioned action including trial,

that:

1. Spring may file a Second Amended Complaint, a copy of which is attached hereto as Exhibit A.
2. Defendant B&N will file its motion to dismiss the Second Amended Complaint within the time provided by Fed. R. Civ. P. 15; to the extent B&N is required to answer the Second Amended Complaint, such answer will be due 14 days after a ruling on the motion to dismiss.

Dated: December 23, 2009

By: /s/Lynn H. Pasahow

Lynn H. Pasahow (CSB No. 054283)
lpasahow@fenwick.com
FENWICK & WEST LLP
801 California Street
Mountain View, CA 94041
Telephone: (650) 988-8500
Facsimile: (650) 938-5200

Attorneys for Plaintiff
Spring Design Inc.

Dated: December 23, 2009

By: /s/Melissa J. Baily

Melissa J. Baily
melissabaily@quinnemanuel.com
QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP
50 California Street, 22nd Floor
San Francisco, CA 94111
Telephone: (415) 875-6600
Facsimile: (415) 875-6700

Attorneys for Defendant
Barnesandnoble.com LLC

ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Lynn H. Pasahow, attest that concurrence in the filing of this document has been obtained from the other signatory.

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 23, 2009.

By: /s/ Lynn H. Pasahow
Lynn H. Pasahow

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED AS MODIFIED. Plaintiff shall file its Second Amended Complaint as a *separate* docket entry on or before **January 15, 2010**.

Dated: January 11, 2009



JAMES WARE
UNITED STATES DISTRICT JUDGE

FENWICK & WEST LLP
ATTORNEYS AT LAW
MOUNTAIN VIEW